

Ski for Light Montana, Inc.
Bylaws.

Article I Name and Purpose of the Organization.

Section 1. The name of this organization shall be Ski for Light Montana, Inc.

Section 2. The purposes and objectives of this corporation shall be to introduce and promote participation in vigorous outdoor activities by visually and other specifically impaired persons in partnership with sighted and able bodied persons to organize and conduct regional outdoor activities that foster physical mental and social fitness.

Article II Membership

Section 1. Regular voting membership of this organization shall consist of individuals who are interested in participation in the programs of Ski for Light Montana as a visually or other specifically impaired person, or sighted and able bodied person acting as a guide or in another active capacity. For the purpose of defraying the administrative expenses of conducting the organizations program, there shall be annual dues of \$ 5.00 for each regular member.

Article III Management

Section 1. The management of the affairs and property of this organization shall be vested in the Board of Directors, consisting of (7) members. The four officers are members of the Board of Directors.

Section 2. There shall be an Executive committee which shall exercise the authority of the Board of Directors between meetings of the Board as a whole, but shall at all times be subject to the control and direction of the Board of Directors. The executive committee shall consist of the President, Vice-President, Secretary and Treasurer.

Section 3. An advisory Council may be established at the discretion of the Board of Directors. Individuals, organizations, corporations and other entities that are interested in supporting the objectives of this organization shall be eligible for appointment. The President, with the concurrence of the Executive Committee shall appoint the members of the Council.

Article IV Board of Directors

Section 1. The regular membership shall meet at least once annually either in January, February or March. At this meeting an election shall be conducted of expiring Board of Directors positions.

Section 2. Each Director shall serve for a term of three (3) years with one-third of the positions being elected each year. The order of rotation in effect at the time of adoption of these By-laws shall be continued. There shall be no limit on the number of terms a Director may serve.

Section 3. If a board member misses two Board meetings without previous notification to the board, that board member will be dismissed from the board (amended 5/1/2015).

Section 4. The remaining board members, at their discretion, may fill vacancies on the Board of Directors for the completion of that term.

Section 5. In election board members (and officers) the membership should, at all times,

attempt to maintain an appropriate balance of able-bodied and visually and other specifically impaired members.

Section 6. A quorum for the conduct of business of the Board of Directors shall be a majority of the positions currently filled.

Section 7. Written notice of the annual meeting shall be sent to all regular members at least thirty (30) days prior to the meeting. Written notice of any other membership meetings shall be sent to all regular members at least fifteen (15) days prior to the meeting.

Section 8. There will be two (2) regular boards of director meetings per year. One meeting prior to and one meeting following the Ski for Light Montana event. Additional meetings of the Board, may be called by the President, with the approval of the Executive Committee, or by any three (3) member of the Board, so long as a notice thereof is sent to each Board member at least fifteen (15) days prior to the date of the meeting specifying time, place and purpose.

Article V Officers

Section 1. At its annual meeting the membership for Ski for Light Montana shall elect for among its members a President, a Vice-President, a Secretary and a Treasurer. Their term of office shall be two (2) years, beginning April 1 of the year of election. There shall be a limit of two (2) successive terms in any position. The order of rotation in effect at the time of adoption of these by-laws shall be continued. Election of President, Vice-President and Treasurer will be on even years, and election of Secretary will be on odd years.

Section 2. The President shall preside at the annual membership meeting, all meetings of the Board of Directors and Executive Committee. He shall be the chief executive officer of the corporation and shall see to it that all business and resolutions of the directors are carried into effect. He shall sign all contracts and conveyances or shall appoint another member of the Executive committee to do so on his behalf and with his approval. He shall be and ex officio member of all committees.

Section 3. The Vice-President shall perform the duties of the President in the absence of the President or if the President is unable to perform the presidential duties.

Section 4. The Secretary shall keep a record of the proceedings of the regular membership, a Board of Directors and the Executive committee and shall sign all such instruments, contracts and conveyances as may be required. The Secretary shall notify members of meetings, keep record and correspondence, and perform such other duties as may be required by the Board of Directors.

Section 5. The Treasurer shall be the custodian of all funds and other property belonging to the organization or under its control, and shall deposit all funds and other valuable effects in the name of the organization in a bank or banks as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the organization as may be ordered by the Board of Directors and shall render to the President and Directors such annual and periodic reports as may be required by them. The Treasurer's records shall be open for inspection by the Board of Directors and the Treasurer shall be bonded in an amount set by the Board. Annually the books of the organization shall be subject to an independent audit.

Article VI Committees

Section 1. The following standing committees may be established as needed and determined by the Board.

A. Nominating Committee. The nominating committee shall be appointed by the President, consisting of one current board member and one organization member, not a board member. The nomination committee shall present a slate of candidates for consideration for election to each directorship and office to be filled, (one candidate for each position).

B. Fund raising committee. Each year the President shall appoint a fund raising committee consisting of at least three members. At least one member of this committee shall be a current board member. The President shall designate one member of the committee to be chairperson. The fund raising committee shall annually make recommendations to the Board concerning fund raising policies and procedures and shall execute those procedures to the extent authorized by the Board.

C. Membership Committee. Each year the President shall appoint a membership committee. The President shall appoint one member to Chairperson. This committee shall annually make recommendations to the Board concerning membership development policies and procedures and shall execute those procedures to the extent authorized by the Board.

D. Audit Committee. Each year the President shall appoint an audit committee. It will consist of three persons, at least one organization member, not a board member, and two other persons. The committee shall conduct an annual audit.

Section 2. Special Committees. The President may appoint any special committee on an ad hoc basis.

Article VII Amendments.

Section 1. These by-laws or Articles of Incorporation may be amended by an affirmative vote of 2/3 of the Board members present at any regular or special Board meeting.

Article VIII Parliamentary Authority.

Section 1. This organization shall adhere to the latest edition of Robert's rules of Order, revised.

Article IX Indemnification.

Section 1. The corporation shall indemnify any Director, Officer, employee, agent, accountant or attorney of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suite of proceeding by reason of the fact that he/she is or was acting on behalf of the corporation against all costs and expenses (including attorney's fees) judgments and amounts paid in settlement actually and seasonably incurred by him in connection with such action, suit or proceeding, except in cases where his/ her liability shall result from willful misconduct or gross negligence. The indemnification provided by this Article shall continue as to a person who has ceased to be a member of the Board of Directors of officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article X Dissolution.

Section 1. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payments of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized, as said court shall determine, which are organized and operated exclusively for such purposes.

A special board meeting for Ski for Light Montana Inc. was called to order by President Ed Durbin on April 27, 2009. Present at the meeting were Jason Stanley, Abby Hotz, Mike Chapman, Cathy Frischman, and Bill Larson. After a discussion Mike Chapman moved and Jason Stanley second a motion to amend the by-laws of S.F.L.M. Inc. Regarding Article V Officers: Section 1 to read "There shall be no limit on the number of terms a person may serve in any position." The motion was approved by a vote of 6 yes and 0 no.

Adopted February 1992
Revised December 1992
Revised April 2009
Amended May 1 2015